

Hearing for October 7, 2010 at 3:00 p.m. (CH. 11)

10-10902 TPA

Rustick, LLC #289
(v Merrill Lynch, et al.)

Motion to Sell Debtor's Assets
#344 - CNO

Appearances:

Debtor:	Nicholas Pagliari, Peter C. Hughes, Jennifer Maleski
Caterpillar Financial Services Corp.:	Nicholas E. Meriwether
Synagro:	Mark Dorvel (by telephone)
Creditor Committee:	Robert Bernstein
Pa. DEP:	Douglas Moorhead
Evergreen:	Susan Reiter, Michael Connick
Casella Waste Systems:	William Kelleher
Merrill Lynch:	Robert Stoll, Guy Fustine, Sajida Mahdi Ali

Hughes: One bid from Casella Waste Systems of \$500,000 in cash and total consideration of a little over \$3.8 million. Do not yet have a signed APA to present to court, but are close. Will make a filing by the 14th to indicate which contracts will be assumed.

Richard Sterner called as witness: Broker selling Debtor's assets. Selling efforts described. Believes this is an arms-length transaction.

Mr. Hendricks, debtor CFO, called as witness: Facility has been for sale, at least informally, since 6-8 months after it was first acquired. Believes marketing efforts were appropriate. \$100,000 deposit has been received. Believes all admin. claims will be paid in full.

Connick: No objections.

Moorhead: Still an enforcement issue, though thinks it can be resolved.

Kelleher: Should be able to have an APA submitted by October 14th. Casella is a minority shareholder in Evergreen, along with other waste management operators. Caterpillar will likely exercise the Caterpillar purchase option.

Maleski: Caterpillar contract is not executory.

OUTCOME: Court tentatively finds the bid to be appropriate, subject to final conditions that may be imposed at confirmation and as to filing of APA. GRANTED /OE.


dmr